

EXHIBIT 2

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE
CORPORATION UNDER THE NAME OF "GENERAL MOTORS COMPANY" TO A
DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM
"GENERAL MOTORS COMPANY" TO "GENERAL MOTORS LLC", FILED IN THIS
OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2009, AT 1:01
O'CLOCK P.M.



4692623 82

090962427

You may verify this certificate
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7602210

DATE: 10-26-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:01 PM 10/16/2009
FILED 01:01 PM 10/16/2009
SRV 090941470 - 4692623 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Corporation first formed is May 29, 2009.
- 4.) The name of the Corporation immediately prior to filing this Certificate is General Motors Company.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is General Motors LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 16 day of October, 2009.

GENERAL MOTORS COMPANY


Name: Niharika Ramdev
Title: Assistant Treasurer